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May 12, 2000

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

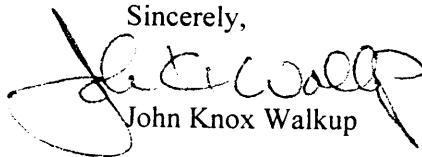
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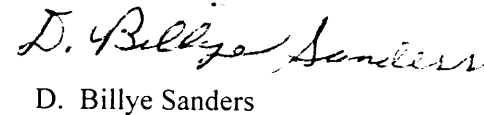
Re: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light, Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC; Docket No. 99-00909 -Response to Petition to Intervene of the Consumer Advocate Division of the Office of Attorney General

Dear Mr. Waddell:

Enclosed you will find the original and thirteen (13) of the Response of Memphis Networkx, LLC, Memphis Light, Gas & Water Division and A&L Networks-Tennessee, LLC to the Petition to Intervene of the Consumer Advocate Division of the Office of Attorney General.

Sincerely,


John Knox Walkup


D. Billye Sanders

JKW/slh
Enclosures

cc: Parties of Record
J. Maxwell Williams, Esq.
Ward Huddleston, Esq.

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT, GAS & WATER
DIVISION, A DIVISION OF THE CITY OF MEMPHIS
TENNESSEE ("MLGW") AND A&L NETWORKS-
TENNESSEE, LLC ("A&L") FOR APPROVAL OF
AGREEMENT BETWEEN MLGW AND A&L
REGARDING JOINT OWNERSHIP OF MEMPHIS
NETWORKX, LLC

DOCKET NO. 99-00909

**RESPONSE TO PETITION TO INTERVENE
OF CONSUMER ADVOCATE DIVISION**

Come now Memphis Networkx, LLC, Memphis Light, Gas, and Water Division and A&L Networks-Tennessee, LLC ("Applicant/Joint Petitioners") and in response to the Petition of the Consumer Advocate Division of the Office of Attorney General state as follows:

1. The Intervenors filed and gave notice of their Petition to Intervene on May 5, 2000.
2. On February 8, 2000, a Notice was issued by the Tennessee Regulatory Authority that a pre-hearing conference was scheduled for Thursday, February 17, 2000, at 1:30 p.m. and that "any party desiring to participate in this pre-hearing conference must file

a Motion to Intervene and a List of Proposed Issues not later than Tuesday, February 15, 2000, at 12:00 noon."

3. A pre-hearing conference was held on February 17, 2000. A second day of the pre-hearing conference was held on Tuesday, February 22, 2000 at 1:30 p.m.

4. Following those pre-hearing conferences the Pre-Hearing Officer developed a schedule and a list of issues to be considered in the proceeding as reflected in an order of March 9, 2000. The order was approved by the Tennessee Regulatory Authority. A protective order was also approved by the parties and the Pre-Hearing Officer.

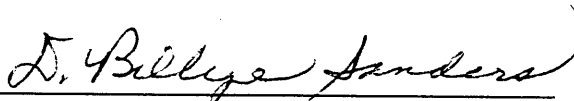
5. Any intervention at this time that has the effect of causing a change in the list of issues or the protective order or a delay in the proceeding would not serve the interest of justice and would impair the orderly and prompt conduct of the proceedings.

6. The Tennessee Regulatory Authority has authority to condition an intervenor's participation in a proceeding, including limitations as to issues, scheduling, and protective orders where, as here, such matters have been developed by the parties and the Pre-Hearing Officer prior to the filing of the Petition to Intervene. T.C.A. 4-5-310.

THEREFORE, for the foregoing reasons, Applicant/Joint Petitioners respectfully request that the Tennessee Regulatory Authority condition the granting of the intervention

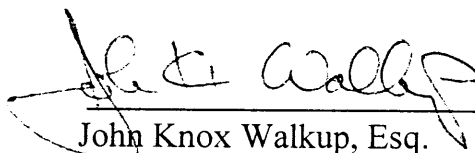
upon the Intervenor being limited in participation to the previously developed issues list and protective order and without delay in the proceeding.

Respectfully submitted,

A handwritten signature in cursive script, reading "D. Billye Sanders", written over a horizontal line.

D. Billye Sanders, Esq.
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Attorney for MLGW and
Memphis Networx, LLC

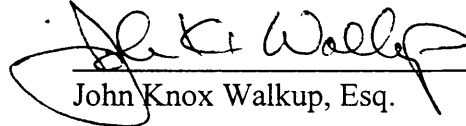
A handwritten signature in cursive script, reading "John Knox Walkup", written over a horizontal line.

John Knox Walkup, Esq.
Wyatt Tarrant & Combs
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(615)244-0020

Attorney for A & L and
Memphis Networx, LLC

CERTIFICATE OF SERVICE

I, John Knox Walkup, hereby certify on this 12th day of May, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.



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